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RECORDATION NO. 30010-9 FILED
JAN 05 '12 -4 30 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 5, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of January 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Lease Agreement No. 2 previously filed with the Board under Recordation Number 30010-A.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance, Inc.
71 S. Wacker Drive, Suite 2800
Chicago, Illinois 60606

Assignee: Genesee Regional Bank
3300 Monroe Avenue
Rochester, New York 14618

A description of the railroad equipment covered by the enclosed document is:

128 covered hopper cars: GNWR 5472 - GNWR 5599

A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Ed M Luria".

Edward M. Luria

EML/bhs
Enclosures

JAN 05 '12 -4 30 PM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of this 5th day of January, 2012, is made by RBS Asset Finance, Inc., with an office at 71 South Wacker Drive, 28th Floor, Chicago, Illinois 60606 ("Assignor") and Genesee Regional Bank, with an office at 3300 Monroe Avenue, Rochester, NY 14618 ("Assignee", and together with Assignor, the "Parties").

WITNESSETH:

The Parties entered into that certain Master Assignment Agreement and Specification of Assigned Interest ("Assignment Documents") dated as of the date hereof.

Under the Assignment Documents, Assignor assigned to Assignee its right, title and interest in and to that certain Amended and Restated Lease Agreement No. 2, dated as of December 2, 2011, between American Rock Salt Company LLC as Lessee and Railcar Amrock, LLC as Lessor, a Memorandum of which was filed with the Surface Transportation Board on December 2, 2011 under Recordation Number 30010-A.

Furthermore, under the Assignment Documents, Assignor assigned to Assignee its right, title, and interest in and to that certain Loan and Security Agreement and Assignment of Amended and Restated Lease of Railroad Equipment No. 2, dated as of December 2, 2011, between Assignor, as Lender, and Railcar Amrock, LLC, as Borrower, a Memorandum of which was filed with the Surface Transportation Board on December 2, 2011 under Recordation Number 30010-C.

Under the Assignment Documents, Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date hereof. The railroad equipment covered by the Assignment Documents is described in Schedule A attached hereto.

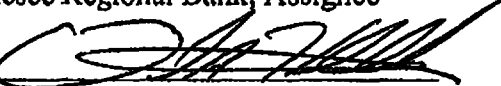
The Parties wish to show for the public record the existence of the aforementioned assignment under the Assignment Document, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by the respective duly authorized officers, as of the date first above written.

IN WITNESS WHEREOF, each of the Parties has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

RBS Asset Finance, Inc., Assignor

By: 
Name: Katherine Dickenson
Title: Vice President

Genesee Regional Bank, Assignee

By: 
Name: David A. Halladay
Title: Senior Vice President

STATE OF RHODE ISLAND

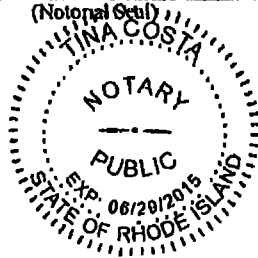
COUNTY OF KENT

On January 5th, 2012, before me, Tina Costa personally

appeared Katherine Dickenson personally know to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Tina Costa



STATE OF: NEW YORK

COUNTY OF: MONROE

On January 12, 2012, before me, Kelley Ross Brown, Esq., personally
(Notary Name and Title)
appeared David A. Halladay, personally known to me to be the person whose name is
subscribed to within the instrument and acknowledged to me that he executed the same in
his authorized capacity, and that by his signature on the instrument the person, or the entity
upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Kelley Ross Brown
(Notarial Seal)

KELLEY ROSS BROWN
Notary Public in the State of New York
Monroe County
Commission Expires April 27, 2014

Schedule A

Description of Equipment

<u>Quantity</u>	<u>Description</u>	<u>Car Marks/Numbers</u>	<u>Manufacturer</u>
128	Covered Hopper Railcars	GNWR 5472-5599	Trinity

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 1-5-2012

Edward M Luria
Edward M. Luria